1. Name and Address of Reporting Person

Evans Katie Seitz

C/O MAGNITE, INC.
1250 BROADWAY, 15TH FLOOR
NEW YORK NY 10001

2. Issuer Name and Ticker or Trading Symbol

MAGNITE, INC. [MGN]  

3. Date of Earliest Transaction (Month/Day/Year)

01/02/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

01/02/2024

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner
Chief Operating Officer

Rule 10b5-1(c) Transaction Indication

Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date</th>
<th>Number of Securities Acquired (A) or Disposed Of (D)</th>
<th>Price</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/02/2024</td>
<td>A 113,821</td>
<td>$0.00</td>
<td>D</td>
<td>456,054</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Stock Units</td>
<td>01/02/2024</td>
<td>A 40,602</td>
<td>D</td>
<td>40,602</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

Explanations:
1. Represents restricted stock units that vest as follows: 30,826 on February 15, 2025, 7,114 on each May 15, August 15, November 15, and February 15 thereafter until November 15, 2027 and 4,741 on February 15, 2028, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
2. Equity grant under the Company's Amended and Restated 2014 Equity Incentive Plan.
3. Each performance stock unit ("PSU") represents a contingent right to receive on vesting one share of the Issuer's common stock.
4. The PSU's will generally vest on the three-year anniversary of the grant date of the award subject to the Reporting Person's continued service through such date. The number of shares vested will be determined based on the Issuer's total stockholder return ("TSR") relative to the TSRs of the companies in the Russell 2000 index for the three-year period beginning January 1, 2024, as well as certain interim measurements based on relative TSR for the one-year and two-year periods beginning on January 1, 2024. The number of PSUs reported in column 5 reflects the target number of PSUs subject to the award. The award is eligible to vest as to 0% to 150% of the target number of PSUs.

Remarks:

/s/ Aaron Saltz, attorney-in-fact 01/04/2024  
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.